

RECORDATION NO. 18148-A FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.

DEC 27 '01 1-16 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

December 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale and Release of Security Interest, dated October 11, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Union Pacific Equipment Trust Series D which was previously filed with the Commission under Recordation Number 18148.

The names and addresses of the parties to the enclosed document are:

Trustee: Citibank, N.A.
120 Wall Street, 13th Floor
New York, New York 10005

[Railroad: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179]

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) SD-60M diesel electric locomotives: UP 6316 - UP 6365.

Mr. Vernon A. Williams
December 27, 2001
Page 2

A short summary of the document to appear in the index is:

Bill of Sale and Release of Security Interest.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of March 1, 1993, executed by Citibank, N.A., as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust Series D" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, the Agreement was filed on March 10, 1993 under Recordation Number 18148 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, CITIBANK, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 11th day of October 2001.

CITIBANK, N.A.

By: *P. DeFelice*

Title: P. DeFelice
Vice President

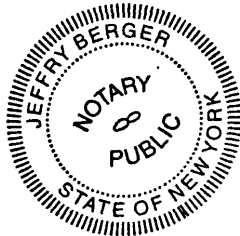
STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this 11th day of October, 2001, before me personally appeared

P. DeFelice, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of CITIBANK, N.A., that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.



Jeffry Berger
NOTARY PUBLIC

JEFFRY BERGER
Notary Public, State Of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 28, 2005

EXHIBIT A

50 3800 HP SD-60M diesel electric
locomotives, General Motors Corporation, builder,
numbered UP 6316 to UP 6365, both inclusive